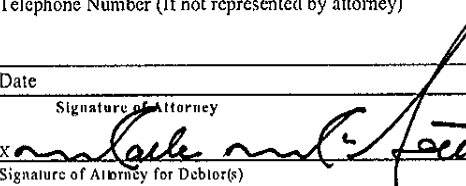
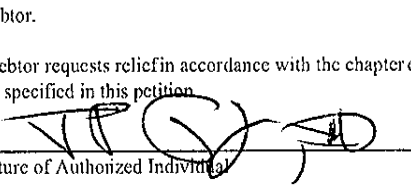


VOLUNTARY PETITION

FORM B1		United States Bankruptcy Court	VOLUNTARY PETITION													
Northern District of Illinois																
Name of Debtor (if individual, enter Last, First, Middle): Goss Graphic Systems, Inc., a Delaware Corporation		Name of Joint Debtor (Spouse) (Last, First, Middle):														
All Other Names used by Debtor in the last 6 years (include married, maiden, and trade names): Goss Graphic Systems, Inc., Rockwell Graphic Systems, Inc., Rockwell MGD Graphic Systems, Inc., MGD Graphics and Goss Graphic Systems, Inc., German Branch		All Other Names used by Joint Debtor in the last 6 years (include married, maiden, and trade names):														
Soc. Sec./Tax I.D. No. (if more than one, state all): 25-1200273		Soc. Sec./Tax I.D. No. (if more than one, state all):														
Street Address of Debtor (No. & Street, City, State & Zip Code): 700 Oakmont Lane Westmont, Illinois 60559-5546		Street Address of Debtor (No. & Street, City, State & Zip Code):														
County of Residence or of the Principal Place of Business: DuPage County, Illinois		County of Residence or of the Principal Place of Business:														
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):														
Location of Principal Assets of Business Debtor (if different from addresses listed above): Westmont, Illinois; Cedar Rapids, Iowa																
INFORMATION REGARDING DEBTOR (Check the Applicable Boxes)																
Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																
Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____		Chapter or Section of Bankruptcy Code Under Which the Petition Is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304-Case ancillary to foreign proceeding														
Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business		Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only)														
Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101. <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e). (optional)		Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.														
Statistical/Administrative Information (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors			THIS SPACE IS FOR COURT USE ONLY													
Estimated Number of Creditors <table style="width:100%; text-align: center;"> <tr> <td>1-15</td> <td>16-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-over</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>				1-15	16-49	50-99	100-199	200-999	1,000-over	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
1-15	16-49	50-99		100-199	200-999	1,000-over										
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>											
Estimated Assets <table style="width:100%; text-align: center;"> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50 million to \$100 million</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>			\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50 million to \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50 million to \$100 million										
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>										
Estimated Debts <table style="width:100%; text-align: center;"> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50 million to \$100 million</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>			\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50 million to \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50 million to \$100 million										
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>										

U.S. Bankruptcy Court
Northern District of Illinois
FILED: 09/10/01
Time: 3:27 p.m.
Debtor: GOSS GRAPHIC SYSTEMS INC
Case #: 01-31747
Chapter 11 Rec# 308033
Judge Carol A. Doyle



VOLUNTARY PETITION <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Goss Graphic Systems, Inc.		Form B1, Page 2
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)				
Location Where Filed: United States Bankruptcy Court for the District of Delaware		Case Number: 99-2756 (PJW)		Date Filed: July 27, 1999
Pending Bankruptcy Case Filed by Any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)				
Name of Debtor: Goss Holdings, Inc.		Case Number:		Date Filed: September 10, 2001
District: Northern District of Illinois, Eastern Division		Relationship: Sole Shareholder		Judge:
SIGNATURES				
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition. <input checked="" type="checkbox"/> Signature of Debtor <input type="checkbox"/> Signature of Joint Debtor Telephone Number (If not represented by attorney) Date Signature of Attorney <input checked="" type="checkbox"/>  Signature of Attorney for Debtor(s) David S. Kurtz and Mark A. McDermott Printed Name of Attorney for Debtor(s) Skadden, Arps, Slate, Meagher & Flom (Illinois) Firm Name 333 West Wacker Drive, Chicago, IL 60606 Address (312) 407-0700 Telephone Number September 10, 2001 Date		Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition. <input checked="" type="checkbox"/>  Signature of Authorized Individual Joseph P. Gaynor, III Signature of Authorized Individual Executive Vice President of Finance and Administration and Chief Financial Officer Title of Authorized Individual September 10, 2001 Date Signature of Non-Attorney Petition Preparer I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document. Printed Name of Bankruptcy Petition Preparer Social Security Number Address Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document		
EXHIBIT A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. <input checked="" type="checkbox"/> Signature of Bankruptcy Petition Preparer		
EXHIBIT B (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. <input checked="" type="checkbox"/> Signature of Attorney for Debtor(s) Date		Date A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.		

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	
)	Case No. [_____]
GOSS GRAPHIC SYSTEMS, INC.,)	
)	Chapter 11
Debtor.)	

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the Debtor's creditors holding the 20 largest unsecured claims as of approximately September 10, 2001. The information presented in the list shall not constitute an admission by, nor is it binding on, the Debtor.

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.¹

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS INCLUD- ING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) AMOUNT OF CLAIM (if secured also state value of secu- rity)
Bankers Trust Company One Bankers Trust Plaza 130 Liberty Street New York, NY 10006	Vicki Floyd Bankers Trust Company 300 South Grand Avenue 41 st Floor Los Angeles, CA 90071 Phone: (213) 620-8203 Fax: (213) 620-8484	Bank Loan - Second Amended and Restated Multicurrency Credit Agreement dated November 19, 1999, as amended, Tranche B debt	\$131 million ¹

¹ The precise value of the security is unknown.

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS INCLUD- ING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) AMOUNT OF CLAIM (if secured also state value of secu- rity)
KDS (Kitting & Distribution Specialists) 80 West Main Street Creek Plaza Business Center Reinholds, PA 17569	Kevin Kozlowski KDS (Kitting & Distribution Specialists) 80 West Main Street Creek Plaza Business Center Reinholds, PA 17569 (P) 717-336-5850 (F) 717-336-6853	Trade Credit	\$703,314.26
Allen Bradley Co. Rockwell Automation 6400 Enterprise Drive Mequon, WI 53092	Mike Lafranzo Allen Bradley Co. Rockwell Automation 6400 Enterprise Drive Mequon, WI 53092 (P) 630-645-5172 (Corp. No.) 262-512-8200 (F) 630-645-5182	Trade Credit	\$194,968.25
Webber Metal Prod. Inc. 120 Industrial Park Road Cascade, IA 52033	Steve Webber Webber Metal Prod. Inc. 120 Industrial Park Road Cascade, IA 52033 (P) 319-852-7122 (F) 563-852-7199	Trade Credit	\$242,974.40
Three M. Tool & Machine 8155 Richardson Road Walled Lake, MI 48390-4131	Pat Mullen Three M. Tool & Machine 8155 Richardson Road Walled Lake, MI 48390-4131 (P) 248-363-1555 (F) 248-636-4422	Trade Credit	\$384,956.67
Honeywell, Inc. 3079 Premiere Parkway Suite 100 Duluth, GA 30097	Kent Zimmerman Barry Dale Honeywell, Inc. 3079 Premiere Parkway Suite 100 Duluth, GA 30097 (P) 773-589-0226 (F) 770-689-0003	Trade Credit	\$353,645.97
Grove Tools, Inc. 3230 Dodge Street Dubuque, IA 52004-1306	John Berlage Grove Tools, Inc. 3230 Dodge Street Dubuque, IA 52004-1306 (P) 319-588-0536 (F) 319-588-0302	Trade Credit	\$356,769.22

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS INCLUD- ING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) AMOUNT OF CLAIM (if secured also state value of secu- rity)
Comtec, Inc. 1800 Enterprise Parkway Twinsburg, OH 44087	Fred Rose Comtec, Inc. 1800 Enterprise Parkway Twinsburg, OH 44087 (P) 330-425-8102 (F) 330-425-9235	Trade Credit	\$326,907.93
Dial Machine, Inc. 2902 E. Rock Drive Rockford, IL 61109	Jeff Anderberg Dial Machine, Inc. 2902 E. Rock Drive Rockford, IL 61109 (P) 815-397-6660 (F) 815-397-0562	Trade Credit	\$282,365.62
Megtec Systems Dept. CH 10168 Palatine, IL 60055-0168	Alan Fiers Megtec Systems Dept. CH 10168 Palatine, IL 60055-0168 (P) 920-336-5715 (F) 920-336-3404	Trade Credit	\$1,156,907.80
Blessing Industries Fayette Industrial Park P.O. Box 640 Fayette, IA 54142	Bill Decker Blessing Industries Fayette Industrial Park P.O. Box 640 Fayette, IA 54142 (P) 319-425-4441 (F) 563-425-3388	Trade Credit	\$381,700.91
George R. Hall 33530 Pin Oak Parkway Avon Lake, OH 44012	Bill Moore/George Hall George R. Hall 33530 Pin Oak Parkway Avon Lake, OH 44012 (P) 440-933-4100 (F) 440-933-7070	Trade Credit	\$218,025.00
Kalt Mfg. Co. 36700 Sugar Ridge Road N. Ridgeville, OH 44039-3800	Joe Kalt Kalt Mfg. Co. 36700 Sugar Ridge Road N. Ridgeville, OH 44039-3800 (P) 440-734-8650 (F) 440-327-6171	Trade Credit	\$313,983.39
Crown Machine Inc. 2707 N. Main Rockford, IL 61104	Jim London Crown Machine Inc. 2707 N. Main Rockford, IL 61104 (P) 815-877-7700 (F) 815-877-7763	Trade Credit	\$261,204.55


(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS INCLUD- ING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) AMOUNT OF CLAIM (if secured also state value of secu- rity)
Custom Gear & Machine 1718 7th Avenue Rockford, IL 61104	Stan Gwardys Custom Gear & Machine 1718 7th Avenue Rockford, IL 61104 (P) 815-227-4070 (F) 815-227-4075	Trade Credit	\$289,819.71
American Roller Company 1525 11 th Avenue Union Grove, WI 53182-1315	Earl Simon American Roller Company 1525 11 th Avenue Union Grove, WI 53182-1315 (P) 847-697-8063 (F) 847-697-8065	Trade Credit	\$578,289.79
Quad-Tech Incorporated N64 W23110 Main Street Sussex, WI 53089	Wayne Peterson Quad-Tech Incorporated N64 W23110 Main Street Sussex, WI 53089 (P) 414-566-7500 (F) 414-566-9465	Trade Credit	\$355,647.48
T.W. David Electrical Contractors 5501 Commerce Drive P.O Box 568614 Orlando, FL 32839	Bruce Knepp/Terry David T.W. David Electrical Contractors 5501 Commerce Drive P.O Box 568614 Orlando, FL 32839 (P) 407-855-2608 (F) 407-859-6266	Trade Credit	\$241,371.27
Schopf & Weiss 312 West Randolph Street Suite 300 Chicago, IL 60606	Bill Schopf Schopf & Weiss 312 West Randolph Street Suite 300 Chicago, IL 60606 (P) 312-701-9300 (F) 312-701-9330	Trade Credit	\$240,069.15
Timken Corporation 2550 Middle Road Suite 506 Bettendorf, IA 52722 Corp.: 1100 Cherry Avenue Canton, OH 44706-0929	Thomas King Timken Corporation 2550 Middle Road Suite 506 Bettendorf, IA 52722 (P) 563-441-7666 (F) 563-441-3079 1100 Cherry Avenue Canton, OH 44706-0929 (P) 319-441-7666 (F) 563-441-3079	Trade Credit	\$239,278.29

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS INCLUD- ING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) AMOUNT OF CLAIM (if secured also state value of secu- rity)
Accurate Tool & Manufacturing 6139 West Ogden Avenue Cicero, IL 60804	Steve Dobbs Accurate Tool & Manufacturing 6139 West Ogden Avenue Cicero, IL 60804 (P) 708-652-4266 (F) 708-652-4443	Trade Credit	\$206,403.95

-
1. The Debtor has not yet identified all of the 20 largest unsecured claims, if any, that are contingent, unliquidated, disputed and/or subject to setoff. The Debtor reserves the right to identify any of the 20 largest unsecured claims in its schedules as contingent, unliquidated, disputed and/or subject to setoff, as appropriate.

I, Joseph P. Gaynor, III, Executive Vice President of Finance and Administration and Chief Financial Officer of Goss Graphic Systems, Inc., declare under penalty of perjury that I have read the foregoing list and that it is true and correct as of September 10, 2001, to the best of my knowledge, information and belief.

Date: September __, 2001

Signature: 
Name/Title: Joseph P. Gaynor, III
Executive Vice President of Finance and
Administration and Chief Financial Officer

RESOLUTIONS ADOPTED
BY BOARD OF DIRECTORS OF GOSS GRAPHIC SYSTEMS, INC.

The Directors of Goss Graphic Systems, Inc., a Delaware corporation (the "Corporation"), hereby adopt the following resolutions, as the action of the Board of Directors of the Corporation.

RESOLVED that in the judgment of the Board of Directors it is desirable and in the best interests of the Corporation, its creditors, stockholders and other interested parties, that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and it is further

RESOLVED that Joseph P. Gaynor, III, Executive Vice President of Finance and Administration and Chief Financial Officer, be, and hereby is, appointed by the Board of Directors as authorized signatory for the chapter 11 case (hereinafter, the "Authorized Signatory"); and it is further

RESOLVED that individuals now or hereafter holding the office of chief executive officer, president, chief operating officer, executive vice president, chief financial officer, or vice president of the Corporation (collectively, the "Authorized Officers") and the Authorized Signatory be, and each hereby is, authorized and directed on behalf of the Corporation to execute and verify a petition in the name of the Corporation under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Illinois in such form and at such time as the Authorized Officer or Authorized Signatory executing said petition on behalf of the Corporation shall determine; and it is further

RESOLVED that the Authorized Officers and the Authorized Signatory, or any one of them be, and each hereby is, authorized, directed and empowered, on behalf of and in the name of the Corporation, to execute, verify and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, a plan of reorganization and disclosure statement, and all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers, and in that connection to employ and retain all assistance by legal counsel, investment bankers, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the chapter 11 case contemplated hereby, with a view to the successful prosecution of such case; and it is further

RESOLVED that the law firm of Skadden, Arps, Slate, Meagher & Flom (Illinois), located at 333 West Wacker Drive, Chicago, Illinois 60606, and its affiliated law practice entities be, and hereby are, employed to render legal services to, and to represent, the Corporation in connection with the chapter 11 case and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that the Corporation as debtor and debtor-in-possession under chapter 11 of the Bankruptcy Code be, and it hereby is, authorized to borrow funds from a lender or lenders as the Authorized Signatory or any Authorized Officer of the Corporation deems appropriate (a "DIP Facility"), and obtain the use of cash collateral in such amounts, from such lender or lenders and on such terms as may be approved by any one or more of the Authorized Officers or the Authorized Signatory as reasonably necessary for the continuing conduct of the affairs of the Corporation and grant security interests in and liens upon all or substantially all of the Corporation's assets as may be deemed necessary by any one or more of the Authorized Officers or the Authorized Signatory in connection with such borrowings or the use of such cash collateral; and it is further

RESOLVED that the Authorized Officers and the Authorized Signatory, or any one of them be, and each hereby is, authorized and empowered to execute, deliver, and perform for and on behalf of the Corporation, as debtor and debtor-in-possession, any documents, agreements, instruments, financing statements, undertakings and certificates necessary or appropriate to facilitate the transactions contemplated by the foregoing resolution, including, but not limited to, any notes evidencing the obligations of the Corporation under the DIP Facility, any mortgages, pledge or hypothecation agreements or any other security agreements evidencing the liens and security interests granted to the lenders under the DIP Facility, and any modifications or supplements thereto, all such materials to be in the form approved by the Authorized Officer or Authorized Signatory, the execution and delivery thereof to be conclusive evidence of such approval, containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Authorized Officer or Authorized Signatory so acting; and it is further

RESOLVED that the Authorized Officers and the Authorized Signatory be, and each of them hereby is, authorized and empowered for and in the name and on behalf of the Corporation to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements or other writings referred to in the foregoing resolutions; and it is further

RESOLVED that the Authorized Officers and Authorized Signatory, or any one of them be, and each hereby is, authorized, directed and empowered, on behalf of and in the name of the Corporation, to take any and all action which they deem necessary and proper with regard to the Corporation's foreign subsidiaries and affiliates including, but not limited to, sale, liquidation, reorganization and institution of insolvency or other proceedings as applicable in the particular jurisdictions; and it is further

RESOLVED that the Authorized Officers and the Authorized Signatory be, and each of them hereby is, authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses as in their

judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

RESOLVED that all actions previously taken by any Authorized Officer or the Authorized Signatory in connection with the DIP Facility, or any matter related thereto, are hereby adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further


RESOLVED that all acts lawfully done or actions lawfully taken by any Authorized Officer or the Authorized Signatory to seek relief on behalf of the Corporation under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation.

CERTIFICATE

The undersigned, Joseph P. Gaynor, III, Executive Vice President of Finance and Administration and Chief Financial Officer of Goss Graphic Systems, Inc. (the "Company"), a Delaware corporation, hereby certifies as follows:

1. I am the duly qualified and elected Executive Vice President of Finance and Administration and Chief Financial Officer of the Company and, as such, I am familiar with the facts herein certified and I am duly authorized to certify same on behalf of the Company.
2. Attached hereto is a true, complete and correct copy of the resolutions of the Board of Directors of the company, duly adopted at a properly convened telephonic meeting of the Board of Directors on September 10, 2001, by unanimous vote of the directors there present, in accordance with the by-laws of the Company.
3. Such resolutions have not been amended, altered, annulled rescinded or revoked and are in full force and effect as of the date hereof. There exists no other resolutions of the Board of Directors of the Company relating to the matters set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the ____ day of September, 2001.



Joseph P. Gaynor, III
Executive Vice President of Finance and
Administration and Chief Financial Officer